

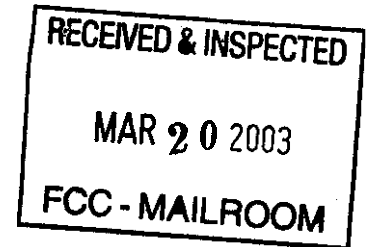
Robert Fragola
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March 19, 2003

VIA FEDEX

FILE COPY ORIGINAL



Ms. Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
9300 East Hampton Drive
Capitol Heights, MD 20743.

Re: Application of PPL Prism, LLC and Cambrian Communications
LLC for Domestic Section 214 Authorization to Transfer Assets,
WC Docket No. 03-60; Request for
Special Temporary Authority Pending Approval of Application

Dear Secretary Dortch:

On February 28, 2003, PPL Prism, LLC ("PPL" or "Transferee") and Cambrian Communications LLC ("Cambrian" or "Transferor") (PPL and Cambrian, together, "Applicants") filed an application pursuant to sections 63.03 and 63.04 of the Commissions rules, for consent to transfer substantially all of its assets, including its wholesale customer base, to PPL. Cambrian is in bankruptcy proceedings in the U.S. Bankruptcy Court for the Eastern District of Virginia, where the proposed transaction is also pending. A hearing by the Bankruptcy Court on the proposed transaction is scheduled for March 24, 2003. Due to Cambrian's bankruptcy status and the financial requirements to operate Cambrian's network and maintain the high levels of service required by its customer based, both parties would like to close on the transaction on March 31, 2003. Because the Applicants application is not scheduled to be deemed approved until April 14, 2003, the Applicants hereby respectfully request special temporary authority ("STA") to transfer control of Cambrian to PPL.

The Commission's rules authorize grant of STA in emergency situations. Because of the extraordinary nature of the circumstances surrounding the transaction, any delay will seriously prejudice the Applicants and the public interest. Indeed, if the transaction cannot close on March 31, the transaction could unravel because of Cambrian's financial condition, resulting in profound negative consequences to our network and our customers. Accordingly, the Applicants request temporary authority to

47 C.F.R. §§63.03, 63.04; see 47 U.S.C. § 214.

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Ms. Marlene H. Dortch
March **19,2003**
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transfer control of Cambrian to PPL while they await the Commission's approval of their domestic section **214** application.

Enclosed for filing with the Commission are an original, a duplicate, and five copies of this letter. Kindly date-stamp the enclosed duplicate copy and return it in the envelope provided. If there are any questions concerning this letter, please call me at (703) 788-4011 or e-mail me at rkagola@cambrian.net. Thank you in advance for your assistance.

Sincerely,

A handwritten signature in black ink that reads "Robert Fragola" with a small flourish at the end.

Robert Fragola

Enclosures

copy: William Dever (FCC) (by facsimile and email)
Tracey Wilson (FCC) (by facsimile and email)
Dennis Johnson (FCC) (by facsimile and email)